

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

QUALTEK SERVICES INC., *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 23-90584 (CML)  
)  
) (Jointly Administered)  
)

**DECLARATION OF ALAN J. CARR,  
IN SUPPORT OF CONFIRMATION OF THE JOINT PLAN OF  
REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

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I, Alan J. Carr, being duly sworn, state the following under penalty of perjury:

1. I am an independent director of the Special Committee (the “Special Committee”) of the Board of Directors (the “Board”) of QualTek Services, Inc. I am over the age of 18 years and am competent to make this Declaration (the “Declaration”).

2. I submit this Declaration in support of final approval of the *Disclosure Statement Relating to the Debtors’ Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 18] (the “Disclosure Statement”) and confirmation of the *Debtors’ Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 17] (as modified, amended, or supplemented from time to time, the “Plan”),<sup>2</sup> pursuant to sections 1125, 1126, and 1129, respectively, of title 11 of the United States Code (the “Bankruptcy Code”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://dm.epiq11.com/QualTek>. The location of Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is 475 Sentry Parkway E, Suite 200, Blue Bell, Pennsylvania 19422.

<sup>2</sup> A detailed description of the facts and circumstances surrounding the Debtors’ Chapter 11 Cases is set forth in greater detail in the Confirmation Declarations (as defined in the Plan). Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Confirmation Declarations, Confirmation Order, or the Plan, as applicable.

3. In connection with its contingency planning efforts and in consultation with its advisors, QualTek reviewed its existing corporate governance infrastructure. Based on that review, on December 1, 2022, the Company appointed John Kritzmacher and Cielo Hernandez to the Board as independent directors, and on January 31, 2023, the Company formed the Special Committee to review, evaluate, and approve strategic and financial alternatives, including the possibility of seeking additional financing or undertaking a sale, recapitalization transaction, or other reorganization or restructuring. The Special Committee initially consisted of Mr. Kritzmacher, Ms. Hernandez, and Daniel Lafond. On February 15, 2023, QualTek appointed me to the Board and as Chairman of the Special Committee. In connection with the Bridge Financing, the Company and the Ad Hoc Group requested the appointment of an independent director to the Board and the Special Committee. In response, the Company selected Emanuel Pearlman to serve as a new independent director on the Board and member of the Special Committee. On March 15, 2023, Mr. Pearlman was duly appointed to the Board and the Special Committee. The Special Committee, as reconstituted to its current formulation, consists of me, Mr. Pearlman, and Mr. Kritzmacher.

4. The Special Committee conducted an independent investigation into certain historical transactions and claims against insiders of the Company. The Special Committee retained Milbank LLP ("Milbank") as independent counsel to assist with the investigation. Specifically, the Special Committee Members and their professionals, acting at their sole discretion, (a) commenced an independent investigation into interested party issues in connection with a potential sale, restructuring, reorganization, or other recapitalization transactions and related financings, (b) conducted inquiries or investigations relating to any Conflicts Matters as the Special Committee deemed necessary in their business judgment, and (c) have been evaluating

restructuring transactions, approving or terminating any restructuring support agreement, participating in consultation with management and advisors, and if necessary, authorizing approval of a restructuring (collectively, (a)-(c) shall be referred to as the “Special Committee Investigation”). Among other topics, the Special Committee investigated Potential Claims that may have arisen out of (i) the facts and circumstances surrounding the Debtors’ February 2022 special purpose acquisition company transaction; and (ii) the facts and circumstances surrounding the issuance of the Convertible Notes.

5. The Special Committee Investigation involved several witness interviews, review of thousands of documents, and legal analysis related to the operation of QualTek LLC, ROCR, and related entities. Milbank developed its analysis through, among other things, (i) collecting and reviewing relevant documents provided by Debtors’ counsel and approximately 43,000 emails and attachments provided by five Debtor and non-Debtor custodians and (ii) extensive interviews with Company employees, former employees, Board members, and external counsel regarding subjects relevant to the Investigation. The Special Committee also held regular meetings with Milbank to discuss, among other things, the shape, status, and results of the Special Committee Investigation and analysis of Potential Claims in the context of the Debtors’ bankruptcy cases.

6. On April 14, 2023, Milbank provided the Special Committee a presentation regarding Milbank’s preliminary findings and conclusions (the “Preliminary Findings”). In that presentation, Milbank advised the Special Committee of its analysis of any Potential Claims under theories of, among others, (a) recovery of fraudulent conveyances and/or preferential transfers, (b) breach of fiduciary duties of care and loyalty, and (c) alter ego claims. Based on the Preliminary Findings, the Special Committee did not believe that the Potential Claims were viable or worth pursuing in lieu of the consideration provided to the Debtors in the RSA or Plan. On

April 21, 2023, Milbank provided the Special Committee with a detailed written report of investigation (the “Report”) confirming its Preliminary Findings. The Special Committee discussed the Report with Milbank and, in the exercise of the Special Committee’s business judgment and in reliance upon the results of the Special Committee Investigation, determined that the (i) Potential Claims were not viable claims or otherwise were highly unlikely to generate sufficient value relative to the consideration provided to the Debtors under the RSA and Plan, (ii) Proposed Releases were reasonable, and (iii) Special Committee would support their inclusion as an essential component of a confirmable Plan.

7. I submit that the Special Committee believes that the Debtor Releases and related consideration detailed in the Plan are fair, reasonable, and in the best interests of the Debtors’ estates.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: June 29, 2023  
Houston, Texas

/s/ Alan J. Carr

Alan J. Carr  
Independent Member of the Special  
Committee  
QualTek Services Inc.